

PARLIAMENT OF CEYLON

4th Session 1968-69



Ceylon National Chamber of Industries Act, No. 10 of 1969

Date of Assent : May 14, 1969

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Ceylon National Chamber of Industries
Act, No. 10 of 1969

L. D.—O. 38/67.

AN ACT TO INCORPORATE THE CEYLON NATIONAL
CHAMBER OF INDUSTRIES.

[Date of Assent: May 14, 1969]

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Senate and the House of Representatives of Ceylon in this present Parliament assembled, and by the authority of the same, as follows:—

1. This Act may be cited as the Ceylon National Chamber of Industries Act, No. 10 of 1969.

Short title.

2. From and after the passing of this Act, such and so many persons as now are members of the Ceylon National Chamber of Industries (hereinafter referred to as "the Chamber") or shall hereafter be admitted members of the Corporation hereby constituted, whose names shall be inscribed in the register mentioned in section 5, shall be and become a Corporation with liability limited in manner provided in section 13, with continuance forever, under the style and name of "The Ceylon National Chamber of Industries", (hereinafter referred to as "the Corporation") and by that name shall and may sue and be sued in all Courts, with full power and authority to have and use a common seal and to change and alter the same at their pleasure.

Incorporation of the Ceylon National Chamber of Industries.

3. The objects for which the Corporation is constituted are hereby declared to be—

General objects for which the Corporation is constituted.

(a) to promote and foster industrial growth in Ceylon and to co-operate with the Government and other associations in the attainment of such objective;

(b) to promote and protect the interests of persons connected with industrial undertakings in Ceylon;

(c) to represent and express on industrial, commercial and economic matters the opinions of the industrial community in Ceylon and to aid, assist and co-operate with others in such representation and expression;

- (d) to advise and communicate on economic and industrial matters with public authorities, with similar associations in other places and with individuals;
- (e) to foster fellow-feeling and co-operation among industrialists, workers and consumers in all matters of common interest;
- (f) to adjust and settle disputes amongst members;
- (g) to promote and take all action necessary to expand the exports of industrial goods of Ceylon;
- (h) to collect and circulate statistics and other information relating to industrial, commercial and economic matters;
- (i) to publish industrial, economic, commercial, scientific, technical and vocational journals and literature and to propagate industrial education in Ceylon;
- (j) to maintain a library of books and publications on industrial, commercial and economic matters;
- (k) to organize and establish and assist in organizing and establishing vocational and industrial training institutions in Ceylon and to arrange and assist in specialized training of personnel of members;
- (l) to organize and participate in industrial exhibitions and seminars;
- (m) to assist and provide facilities for industrial research and to take necessary steps to further the introduction of more efficient manufacturing techniques;
- (n) to do such other matters as may be necessary to carry out the objects of the Corporation.

**Executive
Council.**

4. (1) The affairs of the Corporation shall, subject to the rules in force for the time being of the Corporation made as hereinafter provided, be administered by an Executive Council, consisting of the Chairman, the Deputy Chairman, four Vice-Chairmen, the Honorary Treasurer and not more than forty other members to be elected in accordance with the rules in force for the time being of the Corporation.

(2) The members of the Executive Council of the Chamber holding office on the date of commencement of this Act, shall be the members of the first Executive Council of the Corporation.

5. (1) The Executive Council shall cause a register to be kept, in which every person who at the date of the passing of this Act is a member of the Chamber and every person thereafter duly admitted a member of the Corporation hereby constituted, shall have his name inscribed.

Register of members.

(2) The register shall contain the following particulars:—

- (a) the name and address of the member;
- (b) the nature of the industry or industries in which the member is engaged;
- (c) the date at which the name of any person was inscribed in the register as a member; and
- (d) the date at which the person ceased to be a member.

6. It shall be lawful—

Corporation may make rules.

- (a) for the Corporation, from time to time, at any general meeting of the members and by a majority of votes to make rules and pass resolutions for the admission, withdrawal or expulsion of members; for the conduct of the duties of the Executive Council and of the various officers, agents, and servants of the Corporation; and otherwise generally for the management of the affairs of the Corporation and the accomplishment of its objects. Such rules and resolutions, when made and passed, may at a like meeting be altered, added to, amended or cancelled;
- (b) for the Executive Council, from time to time, to make rules and pass resolutions for the procedure in the transaction of business, for the appointment and the payment of remuneration to the various officers, representatives, agents and servants of the Corporation and to any other person or persons for services rendered; and for the expenditure and disposal of the funds of the Corporation. Such rules when made and such resolutions when

passed may, by resolution passed at any general meeting of the members of the Corporation by a majority of votes, be altered, added to, amended or cancelled.

The rules in the Schedule to be the rules of the Corporation.

7. (1) Subject to the provisions of section 6, the rules set out in the Schedule, shall for all purposes, be the rules of the Corporation:

Provided, however, that nothing in this section contained shall be held or construed to prevent the Corporation at all times hereafter from making fresh rules, or from altering, amending, adding to, or cancelling any of the rules in the Schedule or to be hereafter made by the Corporation.

(2) All members of the Corporation shall be subject to the rules in force for the time being of the Corporation.

Power to raise loans, &c.

8. It shall be lawful for the Corporation to borrow or raise money for the purposes of the Corporation; and to create, execute, grant or issue any mortgages, bonds, debentures or obligations of the Corporation and to pay off and reborrow the money secured thereby or any part or parts thereof.

Debts due by and payable to the Corporation.

9. All debts and liabilities of the Chamber existing at the time of the coming into operation of this Act shall be paid by the Corporation hereby constituted, and all debts due to, and subscriptions and contributions payable to, the Chamber shall be paid to the Corporation for the purposes of this Act.

Procedure for affixing the seal of the Corporation.

10. The seal of the Corporation shall not be affixed to any instrument whatsoever except in the presence of two of the members of the Board of Trustees, who shall sign their names on the instrument in token of their presence, and such signing shall be independent of the signing of any person as a witness. Any instrument sealed with the seal of the Corporation and signed by two members of the Board of Trustees shall be presumed to be duly executed.

Corporation may hold property.

11. The Corporation shall be able and capable in law to take and hold either as beneficial owner or as trustee or otherwise any property, movable or immovable, upon or by virtue of any instrument of

purchase, grant, gift, or lease, or upon or by virtue of any testamentary disposition or otherwise, and all such property shall be held by the Corporation, for the purposes of this Act and subject to the rules for the time being of the Corporation or otherwise for the purposes of and upon the trusts and subject to the conditions in the relative instrument or disposition contained, with full power (subject always to the provisions of any written law relating to trusts and of the relative instrument or disposition) to sell, mortgage, lease, exchange or otherwise dispose of, encumber, or charge the same.

12. (1) There shall be a Board of Trustees consisting of three members of the Corporation who shall be elected at a general meeting of the Corporation. Any vacancy caused by the death, resignation or discontinuance of any member, shall be filled by the Executive Council till the next general meeting.

Board of
Trustees.

(2) The power conferred on the Corporation by section 11 to sell, mortgage, lease, exchange or otherwise dispose of immovable property, shall be exercised by the Board of Trustees subject to the rules in force for the time being of the Corporation. The Board shall, however, obtain the prior sanction of the Executive Council for every such transaction.

13. No member of the Corporation shall, for the purpose of discharging the debts and liabilities of the Corporation, be liable to make any contribution exceeding the amount of such annual subscriptions as may be due from him to the Corporation.

Limit of
liability of
members.

14. Nothing in this Act contained shall prejudice or affect the rights of Her Majesty the Queen, Her Heirs and Successors or of any body politic or corporate or of any other person, except such as are mentioned in this Act, and those claiming by, from or under them.

Saving of the
rights of the
Crown and
others.

SCHEDULE

RULES

(1) Save to the extent to which they are hereinafter required to comply with any of the rules, all firms, companies, corporations, co-operative societies, associations and individuals who are members on 1.10.1967, shall be deemed on the coming into operation of these rules, to have duly complied with and fulfilled the provisions of these rules relating to election for membership and accordingly shall be deemed to be members duly elected under and shall be bound by the rules.

Existing
members.

Eligibility for
membership.

- (2) (a) Any firm, company, corporation, co-operative society, association or individual, who is engaged in or connected with an industrial undertaking or who is interested in industrial development and willing to aid in carrying into effect the objects of the Chamber, may apply to the Secretary for election as a member or patron of the Chamber.

- (b) Every application for election as a member or patron shall be made in the form or forms provided by the Chamber for the purpose and shall be accompanied by the enrolment fee and the annual subscription for the first year. The application shall include an agreement to be bound, if elected, by the rules and decisions of the Chamber and by the decisions of the Executive Council.

Election of
members and
patrons.

- (3) (a) Every application for election as member or patron shall be tabled by the Secretary at the next meeting of the Executive Council.

- (b) The Executive Council shall have the right to call for further information concerning any candidate for membership before proceeding to the election.

- (c) A candidate who secures a majority of the votes of the Executive Council members who are present at the meeting and who vote, shall be admitted as a member.

- (d) The decision of the Executive Council shall be final and it shall not be bound to assign any reason for its decision.

- (e) The Executive Council may elect for a stated period any person as honorary patron or honorary member in recognition of exceptional services rendered by him to the Chamber and generally to the industrial development of the country.

- (f) The date at which a person is inscribed as a member in the Register shall be the date on which he is elected as a member by the Executive Council.

- (g) Every person elected as a member shall be notified by the Secretary of his admission to membership within fourteen days of his election.

Subscriptions.

- (4) (a) The annual subscriptions payable by the members are as follows on the basis of the investment in the industry:—

<i>Investment</i>	<i>Annual Subscription</i>
(a) Under Rs. 5,000	... Rs. 75
(b) Rs. 5,000—Rs. 25,000	... Rs. 100
(c) Rs. 25,000—Rs. 50,000	... Rs. 125
(d) Rs. 50,000—Rs. 100,000	... Rs. 150
(e) Rs. 100,000 and above	... Rs. 200

- (b) The annual subscription of a member who is interested in industrial development but who is not engaged in an industrial undertaking is Rs. 50.
- (c) The subscription for life-membership is Rs. 2,500 and for patron is Rs. 5,000 or more.
- (d) The enrolment fee is Rs. 30.
- (e) Except in the case of (c) above, the subscription shall be valid for a period of one year from the date on which the member was inscribed in the Register.
- (f) The renewal subscription shall be paid within three months from the date of expiry of the subscription for the previous year and shall be valid for a period of one year from the date of expiry.
- (g) Any member whose subscription is in arrears for a period of six months from the date of expiry shall *ipso facto* cease to be a member. The Secretary shall inform him of this by registered post.
- (h) The Executive Council may, however, readmit to membership any person who has ceased to be a member under (g) above, provided he pays the arrears of subscription.

(5) The Secretary shall keep a Register of Members, which shall contain the following particulars:—

Register of members.

- (a) the name and address of each member,
- (b) the name and address of the representative of each member,
- (c) the nature of the industry and the amount of investment,
- (d) the date at which the name of the person was inscribed in the Register as member, and
- (e) the date at which the person ceased to be a member.

(6) A member of the Chamber may resign by giving one calendar month's notice in writing to the Secretary of the Chamber of his intention to do so and on expiration of the notice period, he shall cease to be a member, but he shall, nevertheless, continue to be liable to the Chamber for any moneys due from him to the Chamber.

Resignation of members.

(7) (a) The affairs of the Chamber shall, subject to the rules in force for the time being of the Chamber as herein-after provided, be administered by an Executive Council.

Executive Council.

(b) The Executive Council shall consist of the following office-bearers and members:—

- (i) a Chairman,
- (ii) a Deputy Chairman,

- (iii) four Vice-Chairmen,
- (iv) a Treasurer,
- (v) not less than 30 and not more than 40 members, and
- (vi) persons admitted to membership by the Chairman under Clause 7 (c).

- (c) The Chairman with the concurrence of the Executive Council, may admit to membership of the Council not more than five persons who have rendered distinguished public service or are persons of eminence in professional, commercial or industrial fields, including Law, Science and Engineering. Such members shall be members of the Executive Council and shall have voting rights but will not be called upon to pay any subscriptions.
- (d) The Executive Council shall be elected at each annual general meeting.
- (e) The Executive Council shall retire at each annual general meeting but every member thereof shall be eligible for re-election.
- (f) Any vacancy occurring in the Council may be filled by the Executive Council till the next general meeting.

The Executive Council meetings.

- (8) (a) The Chairman of the Chamber or in his absence the Deputy Chairman or in the absence of the Chairman and Deputy Chairman, one of the Vice-Chairmen shall preside at any Executive Council meeting. In their absence, the meeting shall elect a Chairman from amongst those present.
- (b) As far as possible at least one meeting of the Executive Council shall be held each month.
- (c) Not less than seven days notice of every meeting of the Executive Council shall be given to each member of the Executive Council.
- (d) The Chairman may himself call or on requisition in writing signed by him or by any five members of the Executive Council, may require the Secretary to call a meeting of the Executive Council at any time, and on receipt of such requisition, the Secretary shall forthwith call such a meeting.
- (e) At any meeting of the Executive Council, ten members of the Council present at the meeting shall constitute the quorum.
- (f) Each member of the Executive Council shall have one vote and in case of a tie, the Chairman shall, in addition to his own vote, have a casting vote.

Powers of the Executive Council.

- (9) (a) The Executive Council shall be responsible for the general direction, supervision and control of all activities of the Chamber, for the collection and disbursement of its funds and for the proper administration of the Chamber.

(b) The Executive Council shall have the power to appoint such staff and on such terms as it may consider necessary.

(c) The Executive Council may from time to time appoint Sub-Committees for the purpose of considering and reporting on any affair of the Chamber or carrying on or promoting any object of the Chamber. The Secretary of the Chamber shall be the Secretary of such Committees.

(d) The Executive Council shall have the power to charge fees for any special services rendered by the Chamber to any member of the Chamber or to anyone else.

(10) (a) There shall be an Advisory Council consisting of the Chairman, the Deputy Chairman and six other members. Advisory Council.

(b) Four members shall be elected at each Annual General Meeting.

(c) The other two members shall be admitted to the Council by the Chairman with the concurrence of the Executive Council. They shall be persons who have rendered distinguished public service or persons of eminence in professional, commercial or industrial fields, including Law, Science and Engineering.

(d) Meetings of the Advisory Council shall be called by the Chairman.

(11) (a) There shall be a Chief Executive, Secretary and such other staff as the Executive Council may deem fit to appoint. Duties of the officials of the Chamber.

(b) The Chief Executive and the Secretary shall not be removable except on a substantive motion adopted at a general meeting and passed by a majority of two-thirds of the members present at that meeting.

(c) The Chief Executive shall have full administrative and disciplinary control over the employees of the Chamber and be responsible for its proper and efficient administration and for the prompt execution of the decisions of the Executive Council and general meetings. He shall be responsible for promptly depositing in the bank approved by the Executive Council all monies received by the Chamber.

(d) The Secretary shall attend every general meeting of the Chamber, of the Executive Council and of any Committees that may be appointed, and keep records of the proceedings which shall be submitted by him at subsequent meetings for confirmation. He shall be responsible for convening such meetings. He shall also keep the Register of Members and maintain it up to date and shall perform such other duties as may be assigned to him by the Executive Council.

- (e) The Honorary Treasurer shall be responsible for preparing quarterly statements of accounts, presenting such accounts at the Executive Council meetings and for presenting the audited statement of accounts for the year at the annual general meeting.

Board of
Trustees.

- (12) (a) There shall be a Board of Trustees consisting of three suitable members elected at the annual general meeting.

- (b) Subject to the approval of the Executive Council, the Board shall have power:—

- (i) to purchase and/or take on lease any lands or buildings for or on behalf of the Chamber at or for such price or prices and/or for such rent or rents and under such title and upon such terms and conditions as the Board may think fit and proper and also to erect and construct any building or buildings on any land or lands purchased or leased or to be purchased or leased as aforesaid. It shall also have power to sell or mortgage the whole or any part or parts of the property of the Chamber, whether movable or immovable;
- (ii) to lease or let on any form of tenancy any land or buildings or any part or portions thereof respectively belonging to the Chamber for such periods and at such rent and upon such terms and conditions as it shall think fit and proper;
- (iii) from time to time, at its discretion, to borrow money for the purposes of the Chamber, to such extent, in such manner and upon such terms and conditions as it may think fit and for such purposes to grant bonds, promissory notes, bills, debentures, interest warrants, bonds for cash credit, trust deeds or other documents and to issue letters of credit.

Annual general
meeting.

- (13) (a) The annual general meeting shall be held not later than the 31st day of May in each year as the Council for the time being shall decide for the purpose of the following businesses:—

- (i) to receive the Annual Report and Audited Accounts of the preceding year;
- (ii) to elect office-bearers and the Council members for the ensuing year;
- (iii) to elect an Auditor;
- (iv) to consider and take action as may be decided upon with reference to any other business motion or resolution of which due notice shall have been given.

- (b) A notice of the Annual General Meeting shall be given to each member at least fourteen days before the date of the meeting.
- (c) Notices of motions or resolutions shall be sent to reach the Secretary at least seven days before the date of the meeting.

- (14) (a) Special general meetings shall be convened by the Secretary on the direction of the Executive Council for the transaction of any business which in the opinion of the Council required the consideration of the general body of members. Special general meeting.
- (b) Special general meetings shall also be convened by the Secretary on a request signed by not less than fifteen members of the Chamber eligible to vote and specifying the subjects to be discussed.
- (c) Not less than ten days' notice shall be given to each member specifying the place, date and time of the meeting.
- (d) A statement of the business to be transacted shall be given by post or otherwise served at least three days before the date of the meeting.
- (15) (a) The Chairman of the Chamber, or in his absence the Deputy Chairman or in the absence of the Chairman and Deputy Chairman, one of the Vice-Chairmen shall preside at any annual or special general meeting. In their absence, the meeting shall elect a Chairman from among those present. Proceedings at annual or special general meetings.
- (b) At any meeting, a resolution put to the vote of the Meeting shall be decided by a show of hands, unless a poll (before or on the declaration of the result on the show of hands) is demanded by the Chairman or by at least five members. Unless a poll is so demanded, a declaration by the Chairman that the resolution had, on show of hands, been carried unanimously or by a particular majority or lost and the entry to that effect in the book of the proceedings of the meetings of the Chamber and signed by the Chairman, shall be conclusive evidence of the fact.
- (c) At any meeting of the Chamber, every member present, provided there are no arrears of subscription due by him to the Chamber, shall be entitled to one vote and in the event of equality of votes, the Chairman shall have a casting vote, in addition to his own vote.
- (d) Any member who so desires may nominate in writing the name of any person to represent him at any meeting of the Chamber and to vote on his behalf, which writing shall be sent to the Secretary at least three days before the date of the meeting.
- (16) The quorum at meetings of the Chamber shall be as follows:— Quorum.
- | | |
|-----------------------------------|--------|
| Annual or Special General Meeting | ... 20 |
| Executive Council Meeting | ... 10 |
- (17) The minutes of the proceedings of the meetings of the Chamber and the Executive Council shall be kept by the Secretary and shall be signed by the person presiding over the next meeting. Minutes of meetings.

Bank account
and books
of accounts.

- (18) (a) All moneys shall be deposited in the Bank to the account of the Chamber and such account shall be operated by the Honorary Treasurer and one other person from a list of two members nominated by the Executive Council.
- (b) The Executive Council shall cause to be kept proper books of accounts with respect to:—
 - (i) all sums of money received and expended by the Chamber and the matters in respect of which receipt and expenditure take place,
 - (ii) all sales and purchases of goods of the Chamber, and
 - (iii) the assets and liabilities of the Chamber.
- (c) The books of accounts shall be kept at the office of the Chamber or at such other place as the Executive Council thinks fit and shall be open to inspection by any member of the Executive Council during office hours.

Industrial
Sections.

- (19) (a) Any number of members who may wish to associate themselves together in an Industrial Section with a view to representing more effectually the interests of any particular industry, may address the Council to that effect and the Council thereupon may if it thinks fit, authorise the formation of such an Industrial Section.
- (b) The affairs of an Industrial Section shall be managed by a Committee elected from its members.
- (c) The Secretary shall be the ex officio Secretary of any Industrial Section.

Regional
Offices.

- (20) (a) The Executive Council may establish regional offices to serve better the needs of members in each region. Each such office shall elect an Honorary Secretary and Honorary Treasurer of the Regional Office from among the members of the region in which the office is to be established.
- (b) The Executive Council, in consultation with members in the region in which the Regional Office is to be established may form Regional Committees in order to assist in the administration of the Chamber in the respective Regional Offices.
- (c) Where a Regional Office is established, the Executive Council may frame rules and regulations for the disposal of the funds collected in that region and for the proper functioning of that Regional Office.

Amendments to
rules.

- (21) No amendments to these rules shall be made except at an annual or special general meeting. No such amendment shall be valid unless it is passed by a majority of two-thirds of the members present at that meeting.

(22) In these rules, the following words shall have the meanings set out unless such meanings are inconsistent with or repugnant to the subject or context:—

Interpretation.

“ the Chamber ” shall mean the Ceylon National Chamber of Industries;

“ Executive Council ” shall mean the Executive Council of the Chamber;

“ the Chairman ” shall mean the Chairman of the Chamber for the time being and includes the Deputy Chairman and Vice-Chairmen;

“ Honorary Treasurer ” shall mean the Honorary Treasurer for the time being of the Chamber;

“ co-operative society ” shall mean any industrial co-operative society registered by the Department of Co-operative Development;

“ the rules ” shall mean these rules and the rules of the Chamber from time to time in force;

“ a member ” shall mean a member of the Chamber.